

RECORDATION NO. 21282 FILED

MAR 16 '98

3-30PM

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OF COUNSEL  
URBAN A. LESTER

*Qtd.*  
March 16, 1998

*Counterparts*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement and Chattel Mortgage, dated as of March 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611

Secured Party: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, MD 21202

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached thereto.

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SURFACE TRANSPORTATION  
BOARD  
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Mr. Vernon A. Williams  
March 16, 1998  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

MAR 16 '98

3-30 PM

**MEMORANDUM OF  
SECURITY AGREEMENT AND CHATTEL MORTGAGE**

**THIS MEMORANDUM OF SECURITY AGREEMENT AND CHATTEL MORTGAGE** made as of March 16, 1998 is intended to evidence the Security Agreement and Chattel Mortgage, dated as of March 16, 1998 (the "Security Agreement"), between **ILLINOIS CENTRAL RAILROAD COMPANY**, an Illinois corporation (the "Debtor") and **THE FIRST NATIONAL BANK OF MARYLAND**, a national banking association (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. § 11301. Pursuant to the Security Agreement, the Debtor has granted to the Secured Party a continuing first priority security interest in and to, all of Debtor's right, title and interest in and to the following property whether now owned or hereafter acquired by the Company and wheresoever located (collectively, the "Collateral"): (i) all open top hopper cars set forth in Exhibit A hereto (the "Equipment"); (ii) all accessories, equipment, parts and appurtenances appertaining or attached to any of the Equipment and all substitutions, renewals or replacements thereof; (iii) all rights against third parties, including indemnification rights, arising from any of the Debtor's right, title or interest in and to the foregoing Collateral; (iv) all instruments, bills of sale and other documents evidencing the foregoing Collateral and all records concerning the foregoing Collateral, including inspection and maintenance records; and (v) all proceeds of the foregoing, including insurance proceeds.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, each of the Debtor and the Secured Party has executed this Memorandum of Security Agreement and Chattel Mortgage on the date indicated below its signature.

**THE FIRST NATIONAL BANK OF  
MARYLAND**

**ILLINOIS CENTRAL RAILROAD  
COMPANY**

By: P. L. Getty  
Title: VP  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**IN WITNESS WHEREOF**, each of the Debtor and the Secured Party has executed this Memorandum of Security Agreement and Chattel Mortgage on the date indicated below its signature.

**THE FIRST NATIONAL BANK OF  
MARYLAND**

**ILLINOIS CENTRAL RAILROAD  
COMPANY**

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

By: W. A. Stone  
Title: TREASURER  
Date: \_\_\_\_\_

STATE OF Maryland )  
City Baltimore )  
COUNTY OF Baltimore ) SS

On this 12th day of March, 1998, before me personally appeared Paul L. Betting, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of The First National Bank of Maryland, that the foregoing instrument was duly signed on behalf of said organization with due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

Michelle E. Sperato  
Notary Public

My Commission Expires: January 28, 2001

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS

On this \_\_\_\_\_ day of March, 1998, before me personally appeared Howard Stone, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was duly signed on behalf of said corporation with due authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS

On this \_\_\_\_\_ day of March, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_ of The First National Bank of Maryland, that the foregoing instrument was duly signed on behalf of said organization with due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

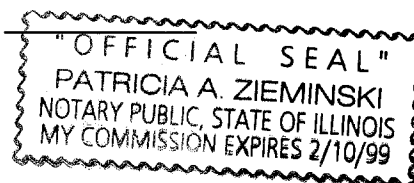
STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS

On this \_\_\_\_\_ day of March, 1998, before me personally appeared Howard Stone, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was duly signed on behalf of said corporation with due authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Zieminski  
Notary Public

My Commission Expires:

[Notarial Seal]



*EXHIBIT A*

**Attachment to Security Agreement And Chattel Mortgage dated  
as of March 16, 1998, between Illinois Central Railroad Company  
and The First National Bank of Maryland**

**NINETEEN (19) 100-ton open top hopper cars  
marked and numbered as set forth below:**

<b>Unit Mark</b>	<b>Unit Number</b>
ICG	387003
ICG	387028
ICG	387056
ICG	387130
ICG	387133
ICG	387163
ICG	387214
ICG	387252
ICG	387343
ICG	387374
ICG	387408
ICG	387429
ICG	387432
ICG	387469
ICG	387473
ICG	387550
ICG	387616
ICG	387653
ICG	387674